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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

April 26, 1999

RECORDATION NO. 16872-B FILED

APR 26 '99

12-10 PM

Q. Williams
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Complete Termination and Release of Security Interests and Liens, dated April 20, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Collateral Assignment of Equipment Lease and Rolling Stock Security Agreement which was previously filed with the Commission under Recordation Number 16872

The name and address of the party to the enclosed document are

Secured Party Bank of America National
Trust and Savings Association
555 California Street
San Francisco, CA 94104

A description of the railroad equipment covered by the enclosed document is

All railroad equipment of the Debtor, Wheeling & Lake Erie Railway Company, including but not limited to the equipment set forth on Exhibit A attached thereto

Mr Vernon A. Williams
April 26, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W Alvord

RWA/bg
Enclosures

COMPLETE TERMINATION AND RELEASE
OF SECURITY INTERESTS AND LIENS

RECORDATION NO. 16872-B

FILED

APR 26 '99

12-10PM

The undersigned, Bank of America National Trust and Savings Association, as Agent (the "Secured Party"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its right, security interest, lien and any other interests granted under or with respect to that certain Collateral Assignment of Equipment Lease and Rolling Stock Security Agreement dated as of May 17, 1990 by Wheeling & Lake Erie Railway Company in favor of Bank of America National Trust and Savings Association, as Agent, which was filed with the Interstate Commerce Commission on May 18, 1990 as Recordation Number 16872, (the "Security Agreement"), including (without limiting the generality of the foregoing) all rights, interests and liens in and to the railroad cars described in *Exhibit A* attached to this Termination, together with (i) all additions, parts, fittings, accessories, special tools, attachments, and accessions affixed thereto and/or used in connection therewith, (ii) all replacements thereof and substitutions therefor, and (iii) all cash and noncash proceeds and products thereof, including, without limitation, the proceeds of all insurance policies covering all or any part thereof, as may have been granted pursuant to the Security Agreement. Secured Party acknowledges that the Security Agreement has been terminated.

BANK OF AMERICA NATIONAL TRUST AND
SAVINGS ASSOCIATION, as Agent

By: David Price

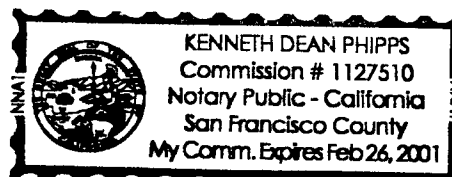
Name: DAVID PRICE
Title: Vice President

State of CALIFORNIA)
)ss:
County of SAN FRANCISCO)

On this 20th day of April, 1999, before me personally appeared David Price, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Bank of America National Trust and Savings Association, as Agent, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Bank of America National Trust and Savings Association, as Agent.

[Signature]
Notary Public

(Notarial Seal)



WLE locomotives

GP-35s

1301	Transdynamic Leasing
2662	Norfolk Southern
2679	Norfolk Southern
2706	Norfolk Southern
2708	Norfolk Southern
2709	Norfolk Southern
3045	UP

Former
road no.

ABCR locomotives

GP-35

2705	N&W
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Switchers

1501	Akron Barberton Belt	9801
1502	Akron Barberton Belt	9602
1203	Akron Barberton Belt	3375

WLE Ballast Cars

901-915	Helms
921-923	Santa Fe

WE	472230
WE	473430
WE	473462
WE	474111
WE	477442
WE	478968
WE	479003
WE	480011
WE	480059
WE	480112

22 - 80 TON HOPPERS - C5KT

WE	100
WE	101
WE	102
WE	103
WE	104
WE	105
WE	106
WE	107
WE	108
WE	109
WE	110
WE	111
WE	112
WE	113
WE	114
WE	115
WE	116
WE	117
WE	118
WE	119
WE	120
WE	121

Current Report Marks - WE

CAR NUMBERS 62592, 62601, 63099, 63373, 63520, 63552, 63694, 63702, 63710, 63732, 63762, 63794, 63917, 63953, 63859, 63882, 63891, 63892, 63901, 63909, 63927, 63942, 63955, 63977, 63986, 64030, 64059, 64063, 64070, 64071, 64072, 64076, 64091, 64098, 64102, 64111, 64115, 64150, 64157, 64163, 64165, 64169, 64176, 64188, 64201, 64203, 64226, 64227, 64233, 64240, 64254, 64283, 64324, 64340, 64342, 64343, 64344, 64348, 64354, 64359, 64374, 64405, 64417, 64453, 64458, 64466, 64472, 64537, 64543, 64548, 64563, 64570, 64573, 64585, 64596, 64621, 64622, 64636, 64638, 64640, 64641, 64659, 64661, 64673, 64674, 64678, 64679, 64681, 64700, 64703, 64707, 64716, 64719, 64722, 64723, 64726, 64728, 64751, 64752, 64761, 64775, 64786, 64805, 64814, 64817, 64821, 64823, 64830, 64835, 64839, 64860, 64867, 64882, 63099, 63351, 63796, 63799, 63813, 63849, 63851, 63855, 63865, 63878, 63918, 63925, 63931, 63939, 63940, 63956, 63960, 63963, 63989, 63996, 64036, 64046, 64051, 64052, 64062, 64073, 64085, 64097, 64116, 64124, 64134, 64137, 64140, 64144, 64156, 64202, 64213, 64220, 64251, 64252, 64265, 64286, 64294, 64322, 64325, 64328, 64329, 64330, 64353, 64363, 64377, 64449, 64457, 64460, 64488, 64487, 64490, 64496, 64498, 64506, 64513, 64536, 64549, 64591, 64613, 64667, 64695, 64727, 64730, 64737, 64777, 64791, 64852, 64866

Current Report Marks - WE

CAR NUMBERS 98304, 98511, 98516, 98523, 98536, 98556, 98550, 98553, 98554, 98557, 98562, 98567, 98574, 98577, 98590, 98598, 98619, 98628, 98647, 98667, 98673, 98690, 98706, 98718, 98728, 98729, 98734, 98771, 98817, 98819, 98825, 98828, 98834, 98938, 98861, 98891, 98909, 98924, 98929, 98936, 98938, 98941, 98947, 98950, 98956, 98964, 98967, 98968, 98988, 98990, 98996, 98999

Current Report Marks - WE

CAR NUMBERS 548850, 548851, 548852, 548853, 548854, 548855, 548856, 548857, 548858, 548859, 548860, 548861, 548862, 548863, 548864, 548865, 548866, 548867, 548868, 548869, 548870, 548871, 548873, 548874, 548875, 548876, 548877, 548878, 548879, 548880, 548882, 548883, 548884, 548885, 548886, 548887, 548888, 548889, 548890, 548891, 548892, 548893, 548894, 548895, 548896, 548897, 548898, 548899, 548901, 548902, 548903, 548904, 548905, 548906, 548907, 548909, 548910, 548911, 548912, 548913, 548914, 548915, 548916, 548917, 548918, 548919, 548920, 548921, 548923, 548924, 548925, 548926, 548927, 548929, 548930, 548931, 548932, 548933, 548935, 548936, 548937, 548938, 548939, 548940, 548941, 548942, 548944, 548945, 548946, 548947, 548948, 548949, 548950, 548951, 548952, 548953, 548954, 548955, 548956, 548957, 548958, 548959, 548960, 548961, 548962, 548964, 548965, 548967, 548968, 548969, 548970, 548971, 548972, 548973, 548974, 548975, 548977, 548978, 548979, 548980, 548981, 548982, 548983, 548984, 548985, 548986, 548987, 548988, 548989, 548990, 548991, 548992, 548993, 548994, 548995, 548996, 548997, 548998, 548999

Current Report Marks - WE

CAR NUMBERS 62087, 63101, 63106, 63160, 63351, 63371, 63407, 63481, 63499, 63505, 63607, 63704, 63709, 63712, 63714, 63715, 63717, 63720, 63721, 63723, 63726, 63733, 63735, 63737, 63738, 63741, 63747, 63749, 63756, 63759, 63763, 63766, 63769, 63772, 63773, 63774, 63777, 63778, 63781, 63785, 63790, 63793, 63798, 63805, 63806, 63812, 63815, 63816, 63818, 63819, 63823, 63831, 63837, 63840, 63844, 63846, 63850, 63854, 63858, 63864, 63871, 63875, 63881, 63887, 63898, 63899, 63902, 63903, 63907, 63923, 63938, 63941, 63943, 63944, 63949, 63950, 63962, 63968, 63971, 63973, 63978, 63980, 63987, 63992, 63993, 63998, 63999, 64001, 64004, 64005, 64008, 64007, 64009, 64013, 64015, 64018, 64020, 64021, 64024, 64025, 64028, 64029, 64033, 64034, 64035, 64040, 64043, 64057, 64061, 64083, 64084, 64145, 64151, 64181, 64191, 64193, 64197, 64200, 64204, 64206, 64207, 64214, 64216, 64217, 64221, 64223, 64235, 64236, 64238, 64243, 64244, 64248, 64255, 64259, 64263, 64266, 64273, 64274, 64277, 64285, 64287, 64289, 64290, 64297, 64300, 64305, 64306, 64310, 64323, 64332, 64334, 64368, 64399, 64390, 64399, 64406, 64425, 64427, 64436, 64467, 64476, 64477, 64478, 64483, 64484, 64486, 64496, 64499, 64507, 64512, 64516, 64518, 64520, 64521, 64522, 64524, 64532, 64533, 64534, 64543, 64546, 64556, 64557, 64558, 64561, 64568, 64569, 64571, 64574, 64577, 64578, 64580, 64582, 64585, 64589, 64598, 64606, 64608, 64611, 64656, 64657, 64670, 64688, 64693, 64746, 64754, 64755, 64756, 64757, 64758, 64762, 64764, 64766, 64770, 64771, 64781, 64784, 64785, 64787, 64792, 64796, 64797, 64800, 64802, 64804, 64806, 64809, 64810, 64812, 64816, 64824, 64827, 64828, 64832, 64834, 64836, 64838, 64843, 64847, 64848, 64856, 64858, 64861